STATE OF ILLINOIS)
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COUNTY OF COOK)

CERTIFICATE

I, Jennifer Rampke, the duly authorized, qualified and Executive Secretary of the Community Development Commission of the City of Chicago, and the custodian of the records thereof, do hereby certify that I have compared the attached copy of a Resolution adopted by the Community Development Commission of the City of Chicago at a Regular Meeting held on the 13th Day of May 2008 with the original resolution adopted at said meeting and recorded in the minutes of the Commission, and do hereby certify that said copy is a true, correct and complete transcript of said Resolution.

Dated this 13th Day of May 2008

EXECUTIVE SECRETARY
Jennifer Rampke

Tenniser Rampke

COMMUNITY DEVELOPMENT COMMISSION OF THE CITY OF CHICAGO

RESOLUTION NO. CDC - 39

AUTHORIZATION TO NEGOTIATE A REDEVELOPMENT AGREEMENT WITH L & M RIVERBEND VENTURE LP

AND RECOMMENDATION TO THE CITY COUNCIL OF THE CITY OF CHICAGO FOR THE DESIGNATION OF L & M RIVERBEND VENTURE LP AS DEVELOPER

WHEREAS, the Community Development Commission (the "Commission") of the City of Chicago (the "City") has heretofore been appointed by the Mayor of the City with the approval of its City Council (the City Council referred to herein collectively with the Mayor as the "Corporate Authorities") as codified in Section 2-124 of the City's Municipal Code; and

WHEREAS, the Commission is empowered by the Corporate Authorities to exercise certain powers enumerated in Section 5/11-74.4-4(k) of the Illinois Tax Increment Allocation Redevelopment Act, as amended (65 ILCS 5/11-74.4-1 et seq.), (as amended from time to time, the "Act"); and

WHEREAS, the City Council, upon the Commission's recommendation pursuant to Resolution __-CDC-__ and pursuant to the Act, enacted three ordinances on November 15, 2006 pursuant to which the City approved and adopted a certain redevelopment plan and project (the "Plan") for the LaSalle Central Redevelopment Project Area (the "Area"), designated the Area as a redevelopment project area and adopted tax increment allocation financing for the Area. The street boundaries of the Area are described on Exhibit A hereto; and

WHEREAS, L & M Riverbend Venture LP (the "Developer"), has presented to the City's Department of Planning and Development ("DPD") a proposal for redevelopment of the Area or a portion thereof that is in compliance with the Plan, consisting of the construction of a Riverpoint Park (the "Project'); and

WHEREAS, DPD requests that the Commission recommend to City Council that the Developer be designated as the developer for the Project and that DPD be authorized to negotiate, execute and deliver a redevelopment agreement with the Developer for the Project; now, therefore,

BE IT RESOLVED BY THE COMMUNITY DEVELOPMENT COMMISSION OF THE CITY OF CHICAGO:

Section 1.	The above recitals are incorporated herein and made a part hereof.
Section 2.	The Commission hereby recommends to City Council that the Developer

be designated as the developer for the Project and that DPD be authorized to negotiate, execute and deliver on the City's behalf a redevelopment agreement with the Developer for the Project.

Section 3. If any provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such provision shall not affect any of the remaining provisions of this resolution.

All resolutions, motions or orders in conflict with this resolution are Section 4. hereby repealed to the extent of such conflict.

This resolution shall be effective as of the date of its adoption. Section 5.

A certified copy of this resolution shall be transmitted to the City Council. Section 6.

ADOPTED: <u>May 13</u>, 2008

Attachment: Exhibit A, Street Boundary Description

City of Chicago **Department of Planning and Development**

STAFF REPORT TO THE COMMUNITY DEVELOPMENT COMMISSION REQUESTING DEVELOPER DESIGNATION

May 13, 2008

I. PROJECT IDENTIFICATION AND OVERVIEW

Project Name:

Riverpoint Park

Applicant Name:

L & M Riverbend Venture

Project Address:

444 W Lake Street

Ward and Alderman:

42nd Ward, Brendan Reilly

Community Area:

Near West Side Community Area (28)

Redevelopment Project Area:

LaSalle Central TIF

Requested Action:

TIF Developer Designation

Proposed Project:

The Developer is proposing to construct a new 1.5 acre riverside public park that spans over the Metra Railroad

tracks at Canal and Lake Street.

TIF Assistance:

\$30,000,000 (\$29,500,000 for extraordinary public park

infrastructure costs plus \$500,000 for relocation of a

railroad switch station)

II. PROPERTY DESCRIPTION

Address:

444 W Lake Street

Location:

Northeast Corner of Lake and Canal Streets

Lax Parcel Numbers:

PINs [7-09-306-012 -015 -017 -020 -026

Land Area:

Approximately 1.5 acre new park

Current Use:

The property is comprised of several vacant parcels of land, two of which are air rights parcels located above Amtrak rail lines and service roads. The property is located adjacent to the confluence of the three branches of the Chicago River.

Current Zoning:

Planned Development #445 has been sunsetted to DC-16 (City Council approval on April 9, 2008). The Developer has filed an application for a new planned development which will be considered for approval at the June 2008 Chicago Plan Commission.

III. PROJECT OVERVIEW AND BACKGROUND

The Developer proposes to construct, on behalf of the City, an approximately 1.5 acre public plaza, riverwalk and park on the approximately 66,000 square foot property. Of the approximately 66,000 square feet comprising the park property, approximately 16,000 square feet is owned in fee by L & M Riverbend Venture and approximately 50,000 square feet is owned as air rights above Amtrak railroad facilities. The proposed park is located within the LaSalle Central TIF District and is part of a new proposed planned development.

The park project will consist of a tree-lined river walk from the Lake Street to the north property line. An elevated deck will be constructed adjacent to the river walk over the railroad tracks and service road. The deck, which will range from 22 feet to 37 feet above the Amtrak rail lines and the balance of the property, will be the foundation of the public plaza and park area. These open spaces will be improved with landscaping and green space, walkways and an observation platform overlooking the Chicago River. The Developer will dedicate a public easement over the property to the City of Chicago to secure the public's rights for the land in perpetuity. The Developer will also move an historic railroad building on the site to a location chosen by the City.

The budget for the park project is approximately \$64 million. A substantial portion of the cost is attributed to decking over the railroad tracks and service road. If tax increment financing assistance were not available, it would not be feasible to construct the park project.

The Developer intends to commence construction of the park project in August 2008 and complete construction in July 2011.

A site plan, landscape plan, and elevation are provided as exhibits to this report.

Environmental Features: Riverpoint Park will incorporate a number of environmentally sustainable features to include:

- Building a 1.5 acre publicly accessible landscaped deck over the existing Metra railroad tracks,
- Creating a number of ADA accessible entrances and free flowing pedestrian circulation pattern through the park and along the riverwalk,
- 1.5 acres of landscaping to mitigate urban heat island affects,
- Use of native landscaping,
- Rainwater harvesting from an adjacent office project, discussed below, to provide irrigation for park landscaping,
- Permeable soft surface pedestrian walkways and plazas, and
- Rebuilt seawall and new riverwalk.

City financial assistance is being provided to realize a unique public open space opportunity and to overcome certain extraordinary infrastructure costs related thereto. A park in this location will create a public and recreational focal point for the City as a whole as well as the West Loop business and residential community. The location of a park also eliminates a significant length of unsightly rail facilities which are visible today from many vantage points in the downtown area. Construction of a park at this location, however, has many challenges which include, among others, spanning rail tracks and facilities to create a deck for the nearly 1.5-acre park.

To create the park, the Developer will: (a) design and construct a new river wall and river walk, the foundations and footings for the deck above the rail facilities, the structural supports and retaining walls for the deck, concrete decking and the ventilation, HVAC, lighting, drainage and irrigation facilities; (b) design, construction and installation of park finished surfaces, hardscape, sidewalks, lighting, and furniture; and (c) installation of landscaping, green space and other park amenities.

The park will be accessible from various points on Lake Street, a grand stairway entrance on Canal Street and through the office and hotel building. Handicapped elevator access to the park will be available from Lake and Canal Streets. The park and plaza will be open to the public during hours that are typical for neighborhood parks of the Chicago Park District.

To ensure that the Park Property will be utilized as a public park and remain open to the sky, the Developer will grant a conservation easement to the City, or other not-for-profit land trust agreed to by the City, to secure the public's right to use the park property as a public park in perpetuity. The Developer will be responsible for the initial cost of all landscaping, hardscape, lighting and park amenities. The Developer also will be responsible for daily and long-term maintenance of the park. The Developer further retains responsibility of the maintenance and repair of the deck superstructure. In order to memorialize and detail this obligation, Developer and the City will enter into a separate development and maintenance agreement.

An abandoned railroad switch station is currently located on the park property and will be removed in connection with the project. The City has determined that this former switching station may have historical and cultural value and is reviewing the feasibility of relocation and re-use of the switch station. The Developer has agreed to cooperate in this effort including disassembling the switch station, packaging the materials, storing the materials for a reasonable period of time and reassembling the shell of the switch station at a location identified by the City.

Situated at the confluence of the North, South, and Main Branches of the Chicago River, Riverpoint Park will become a centerpiece and integral component of the Chicago Riverwalk.

IV. PROPOSED DEVELOPMENT TEAM

Development Entity: L & M Riverbend Venture is a joint venture of the Levy family entities and Hines Interests which owns the approximately 111,000 square feet (2.55 acres) of property located at the northeast corner of North Canal Street and West Lake Street.

The following is its ownership structure:

Hines 200 North Riverside LP	Levy Riverbend LLC	Levy Riverbend LP
(10%)	(40%)	(50%)

Hines is one of the world's largest private real estate development companies, having developed many types of projects including office properties, retail projects, arts facilities, sports complexes and hotel/resorts. Since 1957, Hines has developed more than 215 million square feet of space. Of the more than 650 development projects that Hines has completed, more than 285 of have been in the office sector. Most recently in Chicago, Hines has developed the following office projects: One South Dearborn Street, ABN AMRO Plaza, and 191 North Wacker Drive. Hines also is in the process of developing 300 North LaSalle Street which is slated for completion in 2009.

The River Point project is headed by Greg Van Schaack and Jim Walsh of Hines, both of whom have extensive experience in the Chicago office development and leasing sector in the last decade.

Levy Family Partners was established by Lawrence Levy, founder and chairman of the Levy Organization and Levy Restaurants, as the holding company for his family's investments in real estate partnerships, securities, and private businesses. Levy Family Partners is a lead investor in office, residential, and hotel real estate projects around the world.

Levy Family Partners is the majority land owner and will finance a portion of Developer equity.

V. FINANCIAL STRUCTURE

The City intends to reimburse the Developer for TIF-eligible expenses related to the construction of the decking to support the park in an amount not to exceed \$29,500,000. The Developer shall be responsible for all other park project costs (i.e., TIF eligible and non-TIF eligible), including cost overruns. If the decking cost is less than \$29,500,000, the amount of the TIF assistance is reduced by \$0.75 per dollar shortfall.

The City will issue a tax-exempt tax increment note to Developer with a principal value not exceed \$29,500,000. Annual payments on the note will be paid from existing increment or bond funds in the LaSalle Central Redevelopment Project Area Tax Increment Allocation Fund. Payments on the note will be supported from ad valorem taxes which are attributable to the taxes levied and collected on the park property and the development property located to the west of the deck and park. The City will not make any payments on the Note, and no interest shall accrue thereon until the issuance of a Certificate of Completion.

In connection with the project, the City will provide up to an additional \$800,000 from the TIF for the relocation of the switching station.

L & M Riverbend Venture owns fee title to approximately 43,800 square feet of property immediately west of the proposed park. L & M Riverbend Venture will construct a 51-story office tower on this parcel. The office tower will have approximately 1.1 million square feet of rentable space and has an estimated budget of \$480 million. The anchor tenant for the office tower is the William Blair Company. L & M Riverbend Venture also is seeking to sell a portion of this property to a third party for the development of a future 20-story hotel. Development plans for the office and hotel towers will be reviewed by Chicago Plan Commission in June as a new Planned Development that would replace the existing Planned Development which previously allowed for the construction of three building towers. It should be noted that no financial assistance is being provided in connection with the office or hotel building.

The office building will generate approximately \$260 million in incremental taxes during the life of the LaSalle Central TIF District. The hotel, assuming construction and occupancy in 2011, will generate approximately \$49 million in incremental taxes.

The amount of City assistance provided for this project consists of 10% of the total increment generated by the hotel and office building.

The following table identifies the sources and uses of funds.

Sources and Uses of Funds

Sources Developer estimated land value for the park (*) Developer share TIF note (financed by the Developer) Total Sources	Amount \$16,100,000 \$18,488,640 \$30,000,000 \$64,588,640	% of total 25% 28% 47% 100%
Uses - Construction	Amount	TIF assistance
Deck Overbuild	\$27,852,125	\$27,852,125
Plaza Landscaping	\$3,060,000	\$0
East Structure	\$2,250,000	\$0
Sub-Total Hard Costs	\$33,162,125	\$27,852,125
General Conditions	\$1,600,000	\$1,600,000
Insurance	\$479,717	\$47,875
Bonds	\$305,906	\$0
Fee	\$1,155,301	\$0
Consultant and Testing Fees	\$950,000	\$0
Hines Overhead and Development Fees	\$1,882,652	\$0
Sub-Total Soft Costs (16% of total costs)	\$6,373,576	\$1,647,875
Interest Costs	\$7,547,939	
Financing Fees	\$605,000	
Sub-Total Financing Costs	\$8,152,939	
Total Park Development Costs	\$47,688,640	\$29,500,000
Railroad Switching Station relocation	\$800,000	\$500,000
Sub-Total Uses (Construction)	\$48,488,640	\$30,000,000
Land value contribution	\$16,100,000	<u>\$0</u>
Total Project Cost =	\$64,588,640	\$30,000,000

^(*) The entire 144,000 sq ft property was initially acquired by Larry Levy and the American Chambers Life Insurance Company in 1989 and 1990 as part of L & M Riverbend Venture. In 1998, the northern 32,795 sq ft portion was sold to the Residences of Riverbend. In 2006, Levy purchased the remaining 50% land interests for \$17.5M (\$315 per sq ft based on estimated value of the 111,205 sq ft site at \$35M). Levy subsequently sold 10% to Hines. Based on this square foot acquisition cost, the estimated land and air rights value for the contribution of land for the park is estimated at \$16.1M.

VI. PUBLIC BENEFITS

The benefits to the public of the park project are substantial. First, the park creates open space at a unique location along the confluence of the braches of the Chicago River. The open space will afford passive and active recreational opportunities for the public for many years to come. Second, the park will make a significant aesthetic contribution to the downtown area. Rather than a view of train tracks and facilities from various vantage points in the downtown area, the public will be able to see an approximately 1.5 acre landscaped park. Third, the park will allow the extension of the river walk to the north of the property to Lake Street. The Developer intends to construct the southern terminus of the river walk in a manner to allow for the future buildout of the riverwalk to the south. Forth, the Developer will relocate the vacant Amtrak railroad switching station off site to a Chicago Park District facility for re-use. Though not historically significant, the public benefit is the preservation of a former railroad building.

The park project will also provide a number of financial benefits to the City which include land rights donated to city for free; the Developer financing upfront development costs; the Developer assuming 100% of cost overruns; and maintenance of the park and support superstructure in perpetuity.

The project will create the additional following benefits:

Property Taxes: The project will expand the tax base because the investment in the property will result in an increase in the assessed value of the surrounding area.

Construction Jobs: The project will produce 300-400 temporary construction jobs.

Affirmative Action: The Developer will comply with the requirements of Chicago's affirmative action ordinance, which requires contract participation of 24% by minority-owned business enterprises (MBEs) and 4% by woman-owned business enterprises (WBEs).

City Residency: The Developer will comply with the requirements of Chicago's city residency ordinance, which requires that at least half of all construction-worker hours be filled by Chicago residents. The developer will also comply with the requirement that all construction jobs are paid the prevailing wage.

VII. COMMUNITY SUPPORT

Alderman Brendan Reilly endorses the project and has provided a letter of support (see exhibits for copy). The project was presented to the community at the following meetings:

- 1. River Bend Condominium Association Board (12/12/07)
- 2. Friends of the Chicago River (12/12/07)
- 3. Fulton River District Association Board (12/19/07)

- 4. Mayor's Landscape Committee (1/16/08)
- 5. Fulton River District Association Building and Planning Committee (2/21/08)
- 6. Randolph Place Condominium Association (3/4/08)
- 7. Fulton River District Association Annual Meeting (3/27/08)

VIII. CONFORMANCE WITH REDEVELOPMENT AREA PLAN

The proposed project is located in the LaSalle Central Tax Increment Financing Redevelopment Project Area. The proposed project will satisfy the following goals of the area's redevelopment plan to:

- Expand open space, improve the public realm, and
- Attract and retain businesses and major employers, particularly corporate headquarters.

Providing TIF financial assistance for the development of Riverpoint Park will create a new public riverfront park that will be a significant amenity for the City of Chicago, the surrounding business community and growing residential neighborhood.

Additionally, this project is in conformance with the *Chicago River Plan, Near Northwest Side Plan, and the Chicago Central Area Plan* to increase public access and open space on the Chicago River. Particularly, public access improvements along the river from Randolph to Lake Streets in conjunction with new developments was identified as a goal for developing a contiguous riverwalk system for downtown pedestrian circulation between West Loop rail stations and their workplaces. The goal is to develop the Chicago River as a premier public place and continuous open space system.

IX. CONDITIONS OF ASSISTANCE

If the proposed resolution is approved by the CDC, DPD will negotiate a redevelopment agreement with the developer. The redevelopment agreement will incorporate the parameters of the proposed project as described in this staff report.

It is DPD policy that no business will be conducted with a development entity whose any principal has outstanding municipal debts (such as unpaid parking tickets, unpaid water bills, unpaid business licenses, and others), is in arrears of child support payments, or who is a debtor in bankruptcy, a defendant in a legal action for deficient performance, a respondent in an administrative action for deficient performance, or a defendant in any criminal action. Before today's action is presented to the city council for approval, the department will conduct a thorough background check of all principals having an ownership interest of 7.5 percent or greater, and of the boards of directors and trustees of non-profit organizations. Similar background checks will be conducted on the development entity itself.

Closing of the redevelopment agreement will not occur before the City Council has approved the

agreement, the developer has obtained all necessary City approvals including zoning and building permits, and the developer has presented proof of financing. The redevelopment agreement will include a development timetable.

XI. RECOMMENDATION

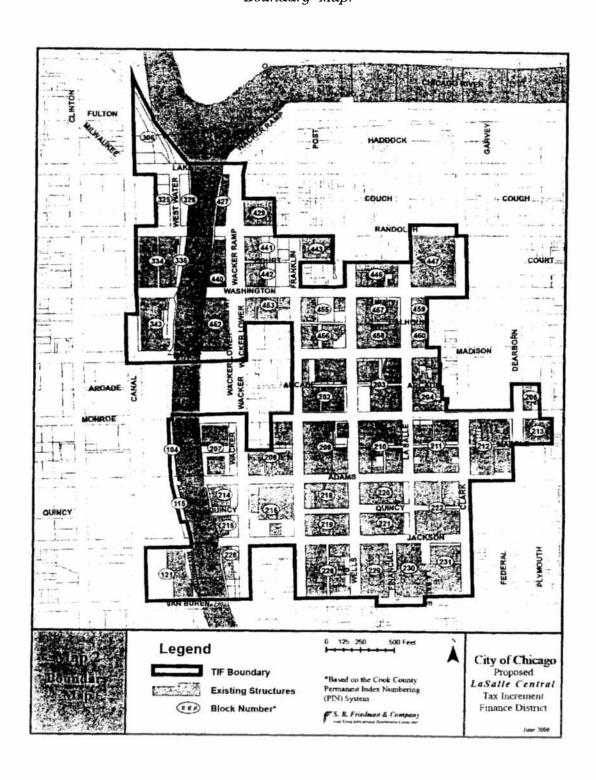
The Department of Planning and Development has thoroughly reviewed the proposed project, the qualifications of the development team, the financial structure of the project, its need for public assistance, its public benefits, and the project's conformance with the redevelopment area plan, and DPD recommends that the CDC recommend to the City Council the designation of L & M Riverbend Venture as Developer for the development of Riverpoint Park at 444 W Lake Street.

EXHIBITS

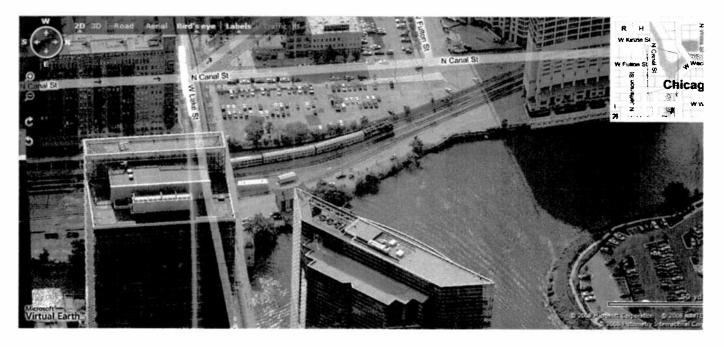
Redevelopment Area Map
Neighborhood Map or Aerial
Survey or Plat
Site Plan
Typical Floor Plan
Front Elevation or Rendering
Sample M/WBE Letter
Copies of M/WBE Certified Letter Receipts
Lender's Letter of Interest
Community Letters of Support
Alderman's Letter of Support

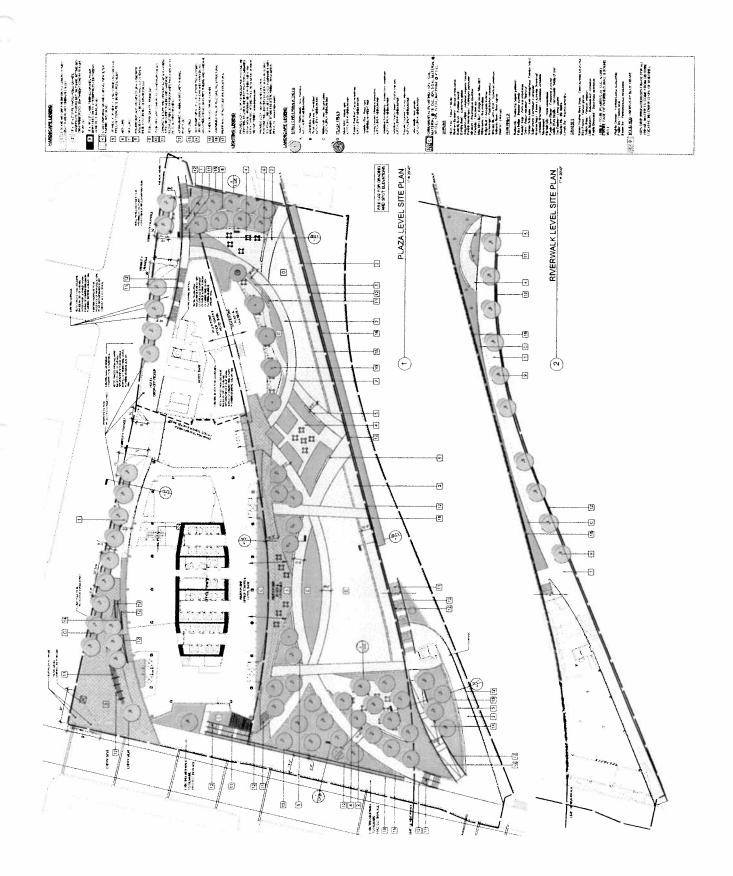
Exhibit "C".

Boundary Map.



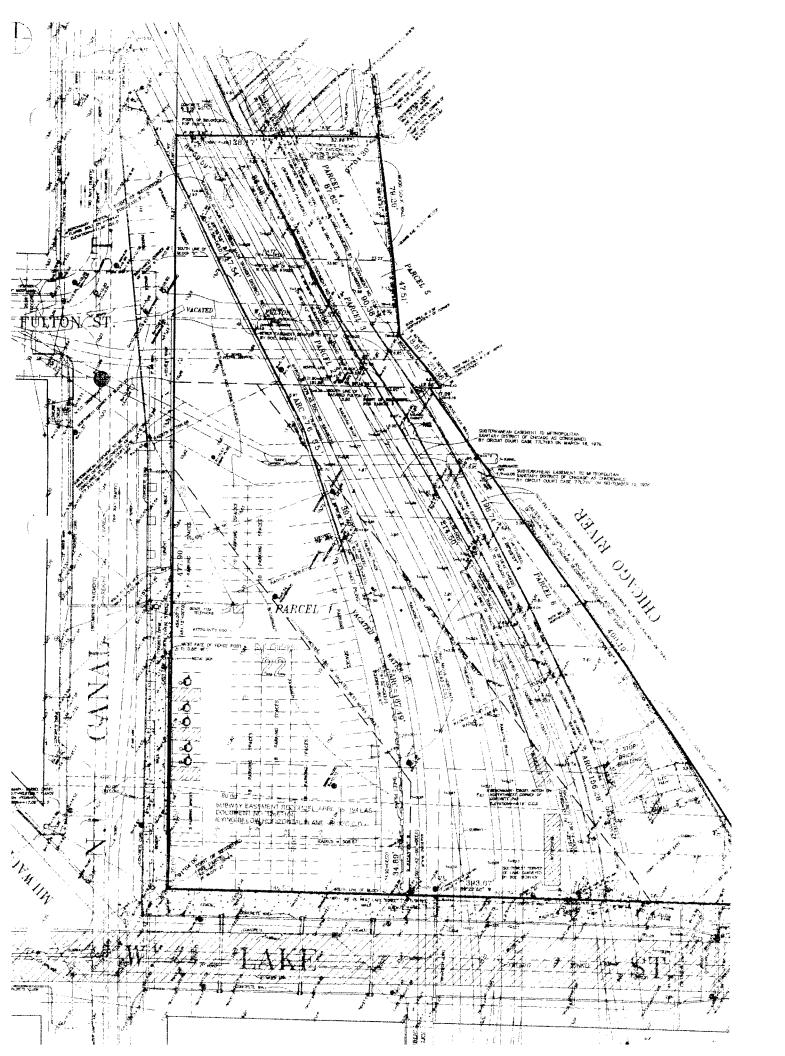
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Black Contractors United 400 W. 76th St. Suite 200 Chicago, Illinois 60620 Re: 444 West Lake Street

Dear Edward T. McKinnie:

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The purpose of this letter is to inform your organization of potential contracting opportunities associated with the construction of certain improvements at the property commonly known as 444 West Lake Street, Chicago, Illinois (the "Property"). Our client, L & M Riverbend Venture or an affiliate thereof ("Developer"), intends to redevelop a portion of the Property for use as a public park. The project is anticipated to require the participation of trades such as electrical, mechanical, landscaping, plumbing, and others. Construction is anticipated to begin in the third quarter of 2008.

Developer has selected our firm, Clark Construction Group, LLC ("Clark"), as the general contractor. I am the project coordinator and can be reached at (312) 474-5500. I am available to answer questions and/or meet with representatives of your organization regarding the budget (once finalized), schedule and contracting opportunities for the project. At your request, I will provide your organization with one copy of the project bid documents (including plans and specifications).

Please make your member companies aware of this project so that they may submit bids for appropriate subcontracting opportunities. Should you have any questions, please do not hesitate to call.

Sincerely,

Stan Hendricks Project Manager



Federation of Women Contractors 5650 S. Archer Ave. Chicago, Illinois 60661 Re: 444 West Lake Street

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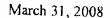
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Sincerely,

Stan Hendricks
Project Manager





Hispanic American Contractors Industry Association (HACIA) 901 W. Jackson Blvd.

Cuita One

Suite 205

Chicago, Illinois 60607

Re:

444 West Lake Street

Dear Cesar Santoy:

The purpose of this letter is to inform your organization of potential contracting opportunities associated with the construction of certain improvements at the property commonly known as 444 West Lake Street, Chicago, Illinois (the "Property"). Our client, L & M Riverbend Venture or an affiliate thereof ("Developer"), intends to redevelop a portion of the Property for use as a public park. The project is anticipated to require the participation of trades such as electrical, mechanical, landscaping, plumbing, and others. Construction is anticipated to begin in the third quarter of 2008.

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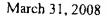
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Sincerely,

Stan Hendricks

Project Manager

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Hispanic American Contractors Industry Association (HACIA)

901 W. Jackson Blvd.

Suite 205

Chicago, Illinois 60607

Re:

444 West Lake Street

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Sincerely,

Stan Hendricks

Project Manager

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Mexican American Chamber of Commerce
111 West Washington Street
Suite 1660
Chicago, Illinois 60602
Re: 444 West Lake Street

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Developer has selected our firm, Clark Construction Group, LLC ("Clark"), as the general contractor. I am the project coordinator and can be reached at (312) 474-5500. I am available to answer questions and/or meet with representatives of your organization regarding the budget (once finalized), schedule and contracting opportunities for the project. At your request, I will provide your organization with one copy of the project bid documents (including plans and specifications).

Please make your member companies aware of this project so that they may submit bids for appropriate subcontracting opportunities. Should you have any questions, please do not hesitate to call.

Sincerely,

Stan Hendricks Project Manager

Ata Mendued =



Association of Asian Construction Enterprises 333 N. Ogden Ave.

Chicago, Illinois 60607

Re:

444 West Lake Street

Dear Perry Nakachi, President:

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Stan Hendricks

Project Manager



Women Business Development Center Eight S. Michigan Ave.
Suite 400
Chicago, Illinois 60603
Re: 444 West Lake Street

Dear Hedy Ratner:

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U.S. Postal Service

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Sincerely,

Stan Hendricks Project Manager

Clark Construction Group, LLC

Tay m Hendres



African American Contractors Association 3901 South State Street Suite 103 Chicago, Illinois 60653

Re: 444 West Lake Street Dear Omar Shareef, President:	Birow, Apr. No.; or PO Box Mo. 390 5. State St. City, State, ZIP+4 Chi Cago IL 6066 PS Form 3800, April 2002
known as 444 West Lake Stre Riverbend Venture or an affiliate Property for use as a public park	er is to inform your organization of potential contracting construction of certain improvements at the property commonly et, Chicago, Illinois (the "Property"). Our client, L & M thereof ("Developer"), intends to redevelop a portion of the The project is anticipated to require the participation of trades

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Stan Hendricks Project Manager

Clark Construction Group, LLC

U.S. Postal Service CERTIFIED MAIL RECEIPT

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(Domestic Mail Colly: Its Insurance Coverage Provided)

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